



8011-01p
SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-75248; File No. SR-NYSE-2015-02)

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Designation of a Longer Period for Commission Action on Proposed Rule Change Amending Sections 312.03(b) and 312.04 of the NYSE Listed Company Manual to Exempt Early Stage Companies From Having to Obtain Shareholder Approval Before Issuing Shares for Cash to Related Parties, Affiliates of Related Parties or Entities In Which A Related Party has A Substantial Interest

June 18, 2015

On April 16, 2015, New York Stock Exchange (“NYSE”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend sections 312.03(b) and 312.04 of the NYSE Listed Company Manual (“Manual”) to exempt early stage companies³ from having to obtain shareholder approval before issuing shares for cash to related parties, affiliates of related parties or entities in which a related party has a substantial interest. A related party is defined under section 312.04 of the Manual as a director, officer or substantial security holder of a company. The proposed rule change was published for comment in the Federal Register on May 6, 2015.⁴ The Commission received no comment letters on the proposal.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Exchange proposes to define the term “Early Stage Company” to mean “a company that has not reported revenues greater than \$20 million in any two consecutive fiscal years since its incorporation and any Early Stage Company will lose that designation at any time after listing on the Exchange that it files an annual report with the SEC in which it reports two consecutive fiscal years in which it has revenues greater than \$20 million in each year.”

⁴ See Securities Exchange Act Release No. 74849 (April 30, 2015), 80 FR 26118.

Section 19(b)(2) of the Act⁵ provides that, within 45 days of the publication of notice of the filing of a proposed rule change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or as to which the self-regulatory organization consents, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The 45th day for this filing is June 20, 2015.

The Commission is extending the 45-day time period for Commission action on the proposed rule change. The Commission finds that it is appropriate to designate a longer period within which to take action on the proposed rule change so that it has sufficient time to consider the Exchange's proposal, as described above.

Accordingly, pursuant to section 19(b)(2) of the Act,⁶ the Commission designates August 4, 2015, as the date by which the Commission should either approve or disapprove or institute

⁵ 15 U.S.C. 78s(b)(2).

⁶ 15 U.S.C. 78s(b)(2).

proceedings to determine whether to disapprove the proposed rule change (File No. SR-NYSE-2015-02).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁷

Brent J. Fields,
Secretary.

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⁷ 17 CFR 200.30-3(a)(31).